

**Bye-laws**

**of the**

**Polish Social and Cultural Association**

**Company number 00816310**  
**Registered Charity number 236745**

**Adopted by the Directors on the 27th day of May 2019**  
**Approved by the Council on the 15th day of June 2019**

# Polish Social and Cultural Association

## Bye-laws

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### Notes

#### 1. Interpretation

Words or expressions contained in these Bye-laws shall have the same meaning as in the Articles of Association and Article 3 thereof shall have effect as if repeated in these Bye-laws.

#### 2. Admission of New Members - Article 9

- (1) Applications for membership of the Association shall be made in the form prescribed in the appendix (Form A) or such other form as the Directors may from time to time prescribe.
- (2) Every person applying for membership must be sponsored by two existing Members of the Association.
- (3) An organisation shall only be admitted to membership if it has a written constitution and comprises at least five individuals, aged eighteen or over, who are directors and/or officers and/or trustees and/or shareholders and/or members of that organisation, as the case may be.
- (4) The name of every person applying for membership together with the names of their sponsors shall, prior to that person being admitted to membership, be displayed for a period on a notice board in the public reception area of the Association's premises at 238-246 King Street, London and during such time any Member may make written representations to the Directors for or against admitting that person as a Member.
- (5) Prior to admitting a new Member, the Directors shall provide the Council with the names and details of the applicant and shall take into consideration any observations which the Council Members may make.
- (6) Prior to admitting a new Member, the Directors may require that person, together with their sponsors, to meet with the Directors, or a committee of them.
- (7) The Directors must inform the applicant of their decision in writing within twenty-one days of the decision being taken and no later than six months after the date that the initial application for membership was received by the Association. If the Directors decide to refuse an application for membership the Directors must advise the applicant that he, she or it may appeal that decision.
- (8) An applicant's appeal, under Article 9(3) against the decision of the Directors to refuse to admit him, her or it as a Member, shall be by notice in writing made to the Association within thirty days of the date of the notice from the Directors advising of their decision; and the appeal shall contain any written representations, not exceeding one thousand words, which the applicant wishes to make.
- (9) An applicant's appeal, under Article 9(3) against the decision of the Directors to refuse to admit him, her or it as a Member shall be considered by the Council at the next convenient meeting; together with the notice of that meeting the Directors must circulate to all Council Members any written representations received from the applicant. The Directors shall provide the Council with a written or verbal statement of the reasons why the application for membership has been refused.
- (10) The decision of the Council following any appeal under Article 9(3) shall be notified by the Directors to the applicant in writing within twenty-one days of the decision being taken.

#### 3. Removal of Members from membership of the Association - Article 11

- (1) The Directors must advise the Member of their decision, under Article 11(1), to remove him, her or it from the membership of the Association in writing, giving their reasons for the decision and, unless the Member appeals against the Directors' decision to remove him, her or it as a Member, the Directors' resolution shall be effective thirty days after the date of the Directors' notice to the Member of their decision.

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- (2) A Member's appeal, under Article 11(2), against the decision of the Directors to remove him, her or it from the membership, shall be by notice in writing made to the Association within thirty days of the date of the Directors' notice to the Member of their decision; and the appeal shall contain any written representations, not exceeding one thousand words, which the Member wishes to make.
- (3) A Member's appeal, under Article 11(2), against the decision of the Directors to remove him, her or it from the membership shall be considered by the Council at the next convenient meeting; together with the notice of that meeting the Directors must circulate to all Council Members a statement setting out the reasons why it is proposed to remove that Member from the membership together with any written representations received from the Member.
- (4) If the Council so decides the Member concerned may be allowed to attend the meeting of the Council and speak.
- (5) The decision of the Council following any appeal must be notified in writing by the Directors to the Member within twenty-one days of the decision being taken.

#### **4. Announcement of Annual General Meeting and Elections**

- (1) The Directors must, at least ninety days before the date of the relevant AGM, announce the date of that meeting and invite qualified Members to submit their candidature for:
  - (a) election to the Council, and
  - (b) election as Chair, and
  - (c) election to the Internal Review Committee.
- (2) The announcement shall be made:
  - (a) by prominent display on the Association's website and in any social media used by the Association for sharing information; and
  - (b) by prominent display on a notice board in the public reception area of the Association's premises at 238-246 King Street, London; and
  - (c) by advertisement in the Tydzien Polski; and
  - (d) by notifying the current Council Members and the members of the Internal Review Committee; and
  - (e) by email to any Members who have agreed with the Association to receive information in this form; and
  - (f) by such other means, if any, as the Directors consider reasonable.
- (3) The announcement must specify the closing date for candidates' applications (which shall be no later than forty-five days before the relevant AGM) and where and how a candidate may obtain further information (if any) regarding the elections.

#### **5. Organisations' Delegates - Article 21(3)**

Notification to the Association by a Member organisation of the appointment and/or the removal of its Delegate under Article 21 shall be in the form prescribed in the appendix (Form B - or as near thereto as circumstances will allow) or such other form as the Directors may from time to time prescribe.

#### **6. Proxies - Article 22(3)**

- (1) Any instrument appointing a proxy under Article 22 shall be in the form prescribed in the appendix (Forms C1 and C2 - or as near thereto as circumstances will allow) or such other form as the Directors may from time to time prescribe.
- (2) The Directors may prescribe alternative forms for appointing a proxy for specific purposes.

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#### 7. Election of Council Members - Article 32(4)

- (1) Every notification of candidature for election or re-election to the Council must be made in the form prescribed in the appendix (Form D - or as near thereto as circumstances will allow) or such other form as the Directors may from time to time prescribe.
- (2) Every candidate for election or re-election to the Council must be sponsored by two Members.
- (3) Every candidate for election or re-election to the Council must supply a statement of not more than one hundred words providing brief biographical data and setting out how and in what particular areas they would like to be involved in the Association. The statement to be provided in such electronic format as the Directors may reasonably require.
- (4) Every candidate for election or re-election to the Council must complete a Fit and Proper Declaration in the form prescribed in the appendix (Form E) or such other form as the Directors may from time to time prescribe.
- (5) The details of the candidates standing for election or re-election to the Council shall be sent to all Members together with the notification of the AGM.
- (6) No further nominations can be made after the date specified in Bye-law 4(3) above and additional candidates may not be nominated at the AGM. For the avoidance of doubt this Bye-law does not prevent the nomination at an AGM of candidates for co-option to the Council under Article 32(5).
- (7) In addition to the biographical details supplied by the candidates under Bye-law 7(3) above, in respect of any candidate standing for re-election the details sent to Members under Bye-law 7(5) above shall include details of the number of Council meetings that individual attended since they were last elected.
- (8) In accordance with Article 32(4) at any AGM the Members may consider whether they wish to fill all of the vacancies arising through the retirement by rotation of Elected Council Members or if they wish to elect fewer individuals.
- (9)
  - (a) If there are more candidates standing for election to the Council than there are places to be filled then each Member (in attendance in person or by Delegate or by proxy) may cast votes up to a maximum equivalent to the number of places to be filled (but not more than one vote per candidate) and the candidates with the most votes shall be elected.
  - (b) If there are the same number or fewer candidates standing for election as there are places to be filled then each Member (in attendance in person or by Delegate or by proxy) shall vote for each candidate separately (or abstain) and only those candidates who achieve a majority of the votes cast shall be elected.

#### 8. Elected Council Members - Articles 32(5) and 32(6)

- (1) At any AGM, a resolution under Article 32(5) to co-opt an individual or individuals as an Elected Council Member may only be considered after any elections to the Council under Article 32(4) have been completed.
- (2) Any resolution under Article 32(5) to co-opt an individual or individuals as an Elected Council Member must comply with Article 15(5).
- (3) Every individual on his or her co-option as an Elected Council Member under Article 32(5) or Article 32(6) must deliver to the Association his or her notice of acceptance of co-option in the form prescribed in the appendix (Form H - or as near thereto as circumstances will allow), or such other form as the Directors may from time to time prescribe, together with a completed Fit and Proper Declaration in the form prescribed in the appendix (Form E), or such other form as the Directors may from time to time prescribe.

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#### 9. Application for the Right to Appoint an Appointed Council Member – Article 34(2)

- (1) No resolution under Article 34(5)(d), to permit a Member organisation to appoint an Appointed Council Member, shall be put to the vote of the Council unless that Member has first applied to the Association for such permission.
- (2) Every application under Article 34(2) and Bye-law 9(1) shall be made in writing by the Member to the Association.
- (3) Prior to any vote of the Council under Article 34(5)(d) an applicant may be required to provide the Association with any or all of the following information:
  - (a) A copy of its memorandum and articles of association, constitution, trust deed or other governing document;
  - (b) Details, including names and addresses, of its directors, trustees, or the members of its governing body;
  - (c) Copies of its accounts or financial statements covering the previous three years;
  - (d) Details, including names and addresses, of its members;
  - (e) Copies of minutes or other evidence showing who attends meetings of the organisation's members and governing body;
  - (f) Any other information which the Directors reasonably consider would be of assistance to the Council in making its decision on the application.

#### 10. Appointed Council Members - Article 34

- (1) Notification to the Association under Article 34(4) by a Member organisation of the appointment of or the removal of an Appointed Council Member shall be in the form prescribed in the appendix (form G - or as near thereto as circumstances will allow) or such other form as the Directors may from time to time prescribe.
- (2) Every individual on his or her appointment as an Appointed Council Member under Article 34 must deliver to the Association his or her notice of acceptance of appointment in the form prescribed in the appendix (Form H - or as near thereto as circumstances will allow), or such other form as the Directors may from time to time prescribe, together with a completed Fit and Proper Declaration in the form prescribed in the appendix (Form E), or such other form as the Directors may from time to time prescribe.
- (3) For the avoidance of doubt, if an Appointed Council Member is unable to attend a meeting of the Council for any reason then the appointing Member organisation has no right to substitute another individual in his or her place.

#### 11. Charitable Income Limit – Article 34(5)(a)(i)

The minimum annual income and/or expenditure which a Member which is a registered charity needs to qualify under the provisions of item (i) of paragraph (a) of Article 34(5) is £10,000.

#### 12. Removal of the right of a Member to appoint an Appointed Council Member - Article 34(7)

- (1) If the Directors consider that an organisation which appoints an Appointed Council Member no longer meets the conditions set out in paragraphs 5(a) or 5(b) of Article 34, they shall advise the Member concerned and ask it to provide evidence that they do continue to meet the conditions of those paragraphs. If the Member declines to provide any evidence or if having reviewed the evidence supplied the Directors still consider that the Member no longer meets the conditions set out in those paragraphs, then the Directors shall propose to the Council that the Member concerned ceases to be entitled to appoint an Appointed Council Member.

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- (2) The resolution to remove the right of a Member to appoint an Appointed Council Member must be advised in writing to the Member organisation concerned and all Council Members at least twenty-one days prior to the meeting of the Council at which the resolution is to be considered. At that meeting the individual appointed by that Member must be allowed to speak and make representations but can be asked to leave the meeting whilst the resolution is being discussed and voted upon by the other Council Members.
- (3) The decision to remove the right of a Member to appoint an Appointed Council Member shall be advised in writing by the Directors to the Member organisation concerned within twenty-one days of the decision and, unless that Member appeals against the decision, the Council's resolution shall be effective thirty days after the date of the Directors notice to the Member.
- (4) A Member's appeal against the decision of the Council to remove its right to appoint an Appointed Council Member under Article 34(7)(b) shall be by notice in writing made to the Association within thirty days of the date of the Directors notice to the Member of the Council's decision; and the appeal shall contain any written representations, not exceeding one thousand words, which the Member wishes to make.
- (5) Together with the notice of the General Meeting at which an appeal made under Article 34(7)(b) is to be heard, the Directors must circulate to Members a statement setting out the reasons why it was proposed to remove that Member's right to appoint an Appointed Council Member together with any written representations received from the Member concerned.
- (6) The decision of the Members regarding an appeal made under Article 34(7)(b) shall be notified in writing by the Directors to the Member concerned.

### **13. Removal of Council Members by the Council - Article 35**

- (1) A resolution to remove a Council Member must be made in writing to the Association, must be signed by the Council Members proposing the resolution and must state the reasons and background as to why the resolution is being made.
- (2) The resolution to remove a Council Member under Article 35 must be circulated to the individual concerned and all the other Council Members at least twenty-one days prior to the meeting of the Council at which the resolution is to be considered. At that meeting the individual concerned must be allowed to speak and make representations but can be asked to leave the meeting whilst the resolution is being discussed and voted upon by the other Council Members.
- (3) The Directors shall advise the individual concerned of the decision of the Council in writing and, unless that individual appeals against the decision, the Council's resolution shall be effective thirty days after the date of the Directors notice to the individual.
- (4) A Permanent Council Member's or an Elected Council Member's appeal under Article 35(3), against the decision of the Council to remove him or her as a Council Member, shall be by notice in writing made to the Association within thirty days of the date of the Directors' notice to the individual of the Council's decision; and the appeal shall contain any written representations, not exceeding one thousand words, which the individual wishes to make.
- (5) Together with the notice of the General Meeting at which an appeal made under Article 35(3) is to be heard, the Directors must circulate to Members a statement setting out the reasons why it was proposed to remove that individual from the Council together with any written representations received from the individual concerned.
- (6) The decision of the Members regarding an appeal made under Article 35(3) shall be notified in writing by the Directors to the individual concerned.

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#### 14. Council Meetings - Article 37(4)

- (1) There shall be at least four meetings of the Council between successive AGMs of the Association.
- (2) Meetings of the Council can be called:
  - (a) by the Chair; or
  - (b) by the Directors; or
  - (c) by ten Council Members; or
  - (d) if no meeting has been scheduled to be held within one hundred and twenty days of the last meeting, by any Council Member.
- (3) At least seven days notice shall be given in respect of the first meeting of the Council held after the AGM if that meeting is held within twenty-three days of the AGM, and at least twenty-one days notice shall be given of any other meeting of the Council. A meeting may be held with shorter notice if at least ninety percent of the Council Members entitled to attend so agree. A Council Member who is absent from the United Kingdom shall not be entitled to notice of a meeting.
- (4) The Directors must, if they receive a request to do so from five Council Members, include with the notice of the next meeting the particulars of a resolution to be proposed or business to be conducted at that meeting.
- (5) The Directors must, if they receive a request to do so, from five Council Members, include with the notice of the next meeting a statement, of not more than one thousand words, prepared by those Council Members in respect to any proposed resolution or business to be dealt with at that meeting, provided that the statement is not defamatory, frivolous or vexatious.
- (6) No business may be conducted at a meeting of the Council unless a quorum is present. The quorum shall be either i) twenty Council Members or ii) one-half of the total number of Council Members entitled to attend and vote, whichever is fewer. A Council Member shall not be counted in the quorum present when any decision is made about a matter on which that Council Member is not entitled to vote.
- (7) Meetings of the Council shall be chaired by the Chair of the Association or by another Council Member selected by the Chair.
- (8) No individual who is not a Council Member may attend a meeting of the Council unless he or she has been permitted to do so either i) by the Directors or ii) by a decision of the Council.
- (9) Only those Council Members present at a meeting shall be entitled to vote and no proxy votes shall be permitted. Voting shall be by show of hands unless a secret ballot is requested. A secret ballot may be requested either i) by the Chair or ii) by five Council Members.

#### 15. Council Written Resolutions - Article 37(2)

- (1) The Directors may propose a written resolution for decision by the Council under Article 37(2) at any time.
- (2) The Directors must, within twenty-one days of receiving a written request to do so from ten Council Members, propose a written resolution for the Council's decision, unless the Directors consider that the matter would be better dealt with at a meeting of the Council in which case they must, within those twenty-one days, call a meeting of the Council and treat the request of the Council Members as a request under Bye-law 14(4) above.
- (3) The Directors must, if before a written resolution has been issued to the Council Members, they receive a request to do so from ten Council Members, include with the notice of the written resolution a statement of not more than one thousand words prepared by those Council Members

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in respect of the proposed written resolution, provided that the statement is not defamatory, frivolous or vexatious.

- (4) If within twenty-one days of the date on which a written resolution is first circulated to Council Members, the Directors receive a written request, from ten Council Members, to call a meeting of the Council to consider the proposed written resolution then the proposed written resolution shall be invalid and the Directors must call a meeting of the Council at which meeting the intended written resolution shall be proposed.

## 16. Council Business

- (1) The Directors shall, either with the notice of the meeting of the Council or at each meeting, provide the members of the Council with a report setting out the principal activities conducted by or on behalf of the Association since the last such report, together with a summary of the current financial position of the Association and an outline of the planned future activities of the Association.
- (2)
  - (a) By no later than the first meeting of the Council in each financial year, the Directors shall agree with the Council a budget setting out the expected income and operating and capital expenditure of the Association for the forthcoming financial year. The capital expenditure budget shall include individual budgets for any item or project whose total cost is expected to exceed twenty-five thousand pounds [£25,000] and a total budget for all remaining items.
  - (b) The Directors shall not, without the prior agreement of the Council, authorise:
    - (i) operating expenditure which would result in the total operating expenditure exceeding the budget for that financial year by more than five percent, or
    - (ii) capital expenditure in respect of any item or project which would result in the total expenditure for that item or project exceeding the budget by more than ten percent, unless that excess is covered by the contingency budget agreed for that year.
- (3) Upon reasonable request the Directors shall:
  - (a) allow the Council access to the Association's staff, minutes, accounting and other records, and
  - (b) provide the Council with such information and explanations as they may reasonably require.
- (4) The Directors shall consider any comments made by the Council in respect of any of the affairs or activities of the Association.
- (5) The Directors shall not, without prior consultation with the Council:
  - (a) dispose or alienate any asset of the Association which has cultural, heritage or artistic significance to the Association; or
  - (b) distribute the Association's annual financial statements to the Members; or
  - (c) appoint to any Committee any individual who is not a Council Member; or
  - (d) increase the number of personnel employed on indefinite contract by the Association; or
  - (e) modify the terms and conditions of the Association's employed personnel if that would significantly increase the overall cost of employments.

## 17. Election of the Chair - Article 38

- (1) Every nomination of candidature for election as Chair of the Association must be made in the form prescribed in the appendix (Form I - or as near thereto as circumstances will allow) or such other form as the Directors may from time to time prescribe.

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- (2) Every candidate for election as Chair of the Association must be nominated either:
  - (a) by the Directors, or
  - (b) by ten Members, or
  - (c) by Members who together hold five percent of the total voting rights of all the Members.
- (3) Every candidate for election as Chair of the Association must either be a current Elected Council Member or a Permanent Council Member or be standing for election or re-election to the Council at the AGM at which the election for Chair will take place.
- (4) Every candidate for election or re-election as Chair shall supply a statement of not more than five hundred words setting out why they wish to be Chair and what they hope to accomplish. The statement to be provided in such electronic format as the Directors may reasonably require.
- (5) The details of the candidates standing for election or re-election as Chair of the Association and their statements under clauses 17(4) above shall be sent to all Members together with the notification of the AGM. The Association shall not be required to circulate to Members any statement under clause 17(4) above which in the reasonable opinion of the Council is defamatory, frivolous or vexatious.
- (6) Except as set out in clauses 17(7) and 17(8) below, no further nominations of candidates for Chair can be made after the date specified in Bye-law 4(3) above and additional candidates may not be nominated at the AGM.
- (7) If there are no applications so that no candidates for Chair are notified with the notification of the AGM, then candidates for election as Chair may be proposed at that AGM. In addition to any other qualifications required by the Articles or these Bye-laws a candidate proposed at such an AGM must be present at that meeting and must be proposed by a Member and seconded by three other Members, present in person or by Delegate or by proxy at that AGM.
- (8) If exceptionally, all of the candidates for election as Chair are also standing for election or re-election to the Council at that AGM and none of the candidates for Chair is elected to the Council, such that there are no eligible candidates for election as Chair, then the AGM shall be adjourned (after all other business has been conducted) so that applications for election as Chair can be made by fresh candidates, in accordance with the Articles and Bye-laws, and the election of the Chair shall be conducted at the adjourned meeting. For the avoidance of doubt a) the adjourned AGM may be reconvened on the same day or at another time or place in accordance with Article 28 of the Articles of Association and b) a candidate proposed at the reconvened meeting need not be present at that meeting.
- (9) The individual who receives more than fifty percent of the votes cast shall be elected as Chair. If no candidate receives more than fifty percent of the votes then all the candidates, apart from those receiving the two highest numbers of votes, shall be eliminated and a second round of voting shall take place.

## **18. Removal of Directors by the Council - Article 42**

- (1) The resolution to remove a Director under Article 42 must be circulated to the individual concerned and all the other Council Members at least twenty-one days prior to the meeting of the Council at which the resolution is to be considered. At that meeting the individual concerned must be allowed to speak and make representations but can be asked to leave the meeting whilst the resolution is being discussed and voted upon by the other Council Members.
- (2) The Directors shall advise the individual concerned of the decision of the Council in writing.
- (3) This Bye-law shall apply in like manner to the removal of an individual from office as Company Secretary under Article 44(3).

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#### 19. Directors Meetings - Article 46

- (1) There must be at least six meetings of the Directors between successive AGMs of the Association.
- (2) Meetings of the Directors may be called by the Chair or by any two Directors.
- (3) At least seven days notice of a meeting of the Directors shall be given. A meeting may be held with shorter notice if all the Directors so agree.
- (4) A meeting may be held by suitable electronic means agreed by the Directors in which each participant may communicate with all the other participants.
- (5) No decisions may be made at a meeting of the Directors unless a quorum is present. 'Present' includes being present by suitable electronic means agreed by the Directors in which a participant or participants may communicate with all the other participants. The quorum shall be one-half of the total number of Directors entitled to attend and vote. A Director shall not be counted in the quorum present when any decision is made about a matter on which that Director is not entitled to vote.
- (6) Meetings of the Directors shall be chaired by the Chair of the Association or by another Director selected by the Chair.
- (7) No individual who is not a Director may attend a meeting of the Directors unless they have been permitted to do so by a decision of the Directors.

#### 20. Delegation and Committees - Article 47

- (1) When delegating any of their powers or functions to any persons or Committees the Directors shall do so only on the basis that:
  - (a) the relevant powers or functions are to be exercised exclusively by the persons or Committee to whom they have been delegated; and
  - (b) no expenditure may be incurred on behalf of the Association except in accordance with a budget previously agreed with the Directors; and
  - (c) all activities, proceedings and decisions of the persons or Committee are fully and promptly reported to the Directors.
- (2) Subject to any directions given by the Directors, the members of any Committee may make such arrangement for the conduct of their meetings and of their work as appears to them to be necessary or desirable, provided that the arrangements follow as far as practicable the procedures set out in the Articles and Bye-laws which govern the conduct of meetings and the taking of decisions by the Directors.
- (3) Every Committee shall give the Chair the same notice of its meetings as is given to the members of that Committee. The Chair of the Association and any Director so authorised by the Directors may attend any meeting of any Committee.

#### 21. Notification of Bye-laws – Article 48(2)

- (1) The Directors shall bring to the attention of Members that the Bye-laws have been changed by:
  - (a) a statement to that effect displayed on the Association's website and in any social media used by the Association for sharing information; and
  - (b) a notice to that effect displayed on the notice board in the public reception area of the Association's premises at 238-246 King Street, London; and
  - (c) by advertisement in the Tydzien Polski; and

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- (d) by email to any Members who have agreed with the Association to receive information in this form; and
  - (e) by a statement to that effect sent to all the Members together with the notice of the General Meeting next following the date the Bye-laws are changed; and
  - (f) by such other means, if any, as the Directors consider reasonable.
- and in each case the statement or notice shall state that a Member may obtain a copy of the Bye-laws by either of the means set out in Bye-law 21(2) or 21(3) below.
- (2) The Directors shall ensure that a copy of the current Articles and Bye-laws is available on the Association's website and may be downloaded by any Member.
  - (3) On receipt of a properly self-addressed and stamped envelope the Association shall on the request of a Member send to that Member a copy of the current Articles and Bye-laws.

#### **22. Elections to the Internal Review Committee - Article 49(1)**

- (1) Every notification of candidature for election or re-election to the Internal Review Committee ("IRC") must be made in the form prescribed in the appendix (Form J - or as near thereto as circumstances will allow) or such other form as the Directors may from time to time prescribe.
- (2) Every candidate for election or re-election to the IRC must be sponsored by two Members.
- (3) Every candidate for election or re-election to the IRC must supply a statement of not more than one hundred words providing brief biographical data and setting out why they feel they are qualified to be elected to the IRC.
- (4) Every candidate for election or re-election to the IRC must complete a Fit and Proper Declaration in the form prescribed in the appendix (Form E) or such other form as the Directors may from time to time prescribe
- (5) The details of the candidates standing for election or re-election to the IRC shall be sent to all Members with the notification of the AGM.
- (6) If there are more than five candidates for election then no further nominations can be made after the date specified in Bye-law 4(3) above, however, if five or fewer nominations are received then further candidates may be nominated at the AGM provided that:
  - (i) the nominated candidate is present in person at the AGM; and
  - (ii) the candidate is proposed by an individual present at the meeting and seconded by two other individuals present all of whom are entitled to vote in the elections to the IRC at that AGM.
- (7) (a) If there are more than five candidates standing for election to the IRC then each Member (in attendance in person or by Delegate or by proxy) may cast up to five votes (but not more than one vote per candidate) and the five candidates with the most votes shall be elected.
- (b) If there are five or fewer candidates standing for election then each Member (in attendance in person or by Delegate or by proxy) shall vote for each candidate separately (or abstain) and only those candidates who achieve a majority of the votes cast shall be elected.

#### **23. Appointments to the Internal Review Committee - Article 49(4)**

- (1) The members of the IRC shall notify the Association of their wish to appoint an individual to the IRC under Article 49(4) in the form prescribed in the appendix (Form K - or as near thereto as circumstances will allow) or such other form as the Directors may from time to time prescribe.
- (2) Every individual on his or her nomination for appointment as a member of the IRC under Article 49(4) must deliver to the Association his or her notice of acceptance of appointment in the form prescribed in the appendix (form K - or as near thereto as circumstances will allow), or such other

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form as the Directors may from time to time prescribe, together with a completed Fit and Proper Declaration in the form prescribed in the appendix (Form E), or such other form as the Directors may from time to time prescribe.

- (3) As soon as practicable after receipt from the IRC of their nomination of an individual for appointment to the IRC, the Directors shall distribute details thereof to all Council Members which shall consider the appointment as soon as practicable thereafter.

#### **24. Business of the Internal Review Committee - Article 49(8)**

- (1) The role of the IRC shall be to review, to the extent that is deemed practical by the IRC, the activities, income and expenditure of the Association during the relevant financial year with the view of assessing whether, in the opinion of the IRC:
  - a) The Association's activities were, as far as is practical, effective in achieving their objectives; and
  - b) the expenditure was within the Objects of the Association; and
  - c) as far as is practical, that the expenditure achieved its purpose in a cost-effective manner; and
  - d) the Association has maximised its available income as far as is practical and collected such income as is due to it; and
  - e) for any income which was received for any particular purpose or subject to any condition, that the relevant income was spent on that particular purpose or the relevant conditions were fulfilled (as appropriate).

In addition, if through its work the IRC becomes aware that any Member, including the Directors and Council Members, has received a payment or benefit from the Association that is not authorised by virtue of Article 6, the IRC shall investigate that payment or benefit and shall report its findings to the Directors and/or Council and/or Members as the IRC shall deem appropriate, but the IRC is not required to conduct its activities in such a way so as to search and discover any such potential payments and benefits.

- (2) The members of the IRC may make such arrangement for the conduct of their meetings and of their work as appears to them to be necessary or desirable, provided that the arrangements are not inconsistent with the provisions of the Association's Articles and Bye-laws.
- (3) At the first meeting of the IRC following each AGM the IRC shall select one of their members to act as chair of the IRC and shall advise the Council of the person so appointed. If the IRC cannot agree between themselves as to which of them shall act as chair, they shall advise the Council of that fact and the Council shall, at their next meeting, select one of the members of the IRC to act as chair of the IRC.
- (4) The members of the IRC shall at all times conduct their work in such a manner so as not to disrupt the normal workings of the Association and of the Directors.
- (5) Subject to Bye-law 24(4) above, upon reasonable request the Directors shall allow the members of the IRC such access to the Association's staff, the minutes of Directors, Council and Committee meetings, the Association's accounting and other records, and shall meet with the IRC and provide them with such information and explanations, as the members of the IRC may reasonably require for the purposes of their work.
- (6) (a) Prior to each AGM the IRC shall report in writing the conclusions and recommendations (if any) arising from the Committee's work in respect of the Association's activities, income and expenditure in the previous financial year. A draft of that report shall be provided to the Directors at least sixty-eight days prior to the AGM. If requested by the Directors, the IRC shall meet with the Directors (or a committee of them) to discuss the detail of the IRC's report. The final report shall be delivered to the Association by the IRC at least forty-five days prior to the

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AGM so that the IRC's report can be sent to all Members together with the notice of the AGM.

- (b) If the IRC fail to provide the Association with their report prior to the AGM as set out in paragraph (a) of this Bye-law then the IRC shall not be entitled to present their report to the Members, at the AGM or otherwise, unless they have received the prior agreement of the Council to do so.

## 25. Declaration of Interests - Articles 50 and 51

- (1) A statement, in the form prescribed in the appendix (Form F - or as near thereto as circumstances will allow) or such other form as the Directors may from time to time prescribe, setting out any outside interest which might give rise to a conflict of interest or a conflict of loyalty (a "Declaration of Interests") shall be provided to the Association by:
  - (a) every candidate for election or re-election to the Council together with his or her notification of candidature; and
  - (b) every Elected Council Member co-opted under Article 32(5) or Article 32(6) on his or her first appointment; and
  - (c) every Permanent Council Member on his or her first admission and at least every three years thereafter; and
  - (d) every Appointed Council Member on his or her first appointment and at least every three years thereafter; and
  - (e) every individual appointed to any Committee to which any of the powers or functions of the Directors have been delegated on his or her first appointment and at least every three years thereafter; and
  - (f) every candidate for election or re-election to the Internal Review Committee together with his or her notification of candidature; and
  - (g) every candidate for appointment to the Internal Review Committee together with his or her nomination.
- (2) Any individual who fails to comply with the requirements of clause 25(1) above shall not, whilst they are in default, be permitted to attend any meetings of the Council, Directors, Internal Review Committee or any Committee, as the case may be.
- (3) Any individual who is required to complete a Declaration of Interests under Bye-law 25(1) above shall advise the Association promptly of any changes or additions to the information set out therein.
- (4) For the avoidance of doubt, the completion by an individual of a Declaration of Interests does not by itself discharge that individual's obligations under Articles 50 and 51.